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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER DISALLOWING AND EXPUNGING  
PROOF OF CLAIM NUMBER 14012 AND DISMISSING COUNTERCLAIM  
(HB PERFORMANCE SYSTEMS LLC)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and HB Performance Systems LLC a/k/a HB Performance Inc. ("HB Performance") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 14012 (HB Performance Systems LLC) and agree and state as follows:

WHEREAS on August 1, 2002, HB Performance (f/k/a Hayes Brake LLC) and DAS LLC entered into an agreement under which DAS LLC agreed to provide engineering and other services to Hayes Brake LLC in exchange for specified fees (the "Underlying Agreement").

WHEREAS on September 28, 2005, HB Performance filed a lawsuit in the Circuit Court for Ozaukee County, Wisconsin, captioned HB Performance Systems LLC v. Delphi Automotive Systems LLC, Case No. 05-CV-0419, alleging breach of the Underlying Agreement (the "Underlying Lawsuit").

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS HB Performance filed proof of claim number 14012 against DAS LLC on August 9, 2006, which asserts an unsecured non-priority claim in the amount of \$1,778,100.00 (the "Claim") stemming from the Underlying Lawsuit.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors'

Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on November 22, 2006, HB Performance filed its Response To Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5858) (the "Response").

WHEREAS, on January 12, 2007, the Debtors filed the Notice Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 14012 (HB Performance Systems) (Docket No. 6579), scheduling a claims objection hearing (the "Claims Objection Hearing") for purposes of holding an evidentiary hearing on the merits of the Proof of Claim for March 21, 2007.

WHEREAS on March 21, 2007, the Debtors filed their Statement Of Disputed Issues With Respect To Proof Of Claim No. 14012 (HB Performance Systems) (Docket No. 7379) in which the Debtors asserted a counterclaim for breach of the Underlying Agreement (the "Counterclaim").

WHEREAS on June 26, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC, Delphi Technologies Inc. ("Delphi Technologies"), and HB Performance entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC and HB Performance acknowledge and agree that the Claim shall be disallowed and expunged in its

entirety, and the Counterclaim shall be dismissed in its entirety.

WHEREAS pursuant to the Settlement Agreement, Delphi Technologies agrees to provide HB Performance with a perpetual license to use, the latest version of two of the Debtors' proprietary software programs: (1) Brake Power Software and (2) BSSDOT Software.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and HB Performance stipulate and agree as follows:

1. Proof of Claim Number 14012 asserting \$1,778,100.00 against DAS LLC shall be disallowed and expunged in its entirety.
2. HB Performance's Response to the Third Omnibus Claims Objection shall be deemed withdrawn with prejudice. HE Performance shall take all necessary actions to dismiss the Underlying Lawsuit, with prejudice, within 30 days from execution of the Settlement Agreement.
3. The Counterclaim shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 12th day of July, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

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